

AMENDMENT NO. 1

to the

INTERCONNECTION AGREEMENT
by and between

VERIZON SOUTH INC.
f/k/a
GTE SOUTH INCORPORATED
and

BLUEGRASS CELLULAR INC.

FOR KENTUCKY

This Amendment No. 1 (this "Amendment") is made this 31st day of January, 2002 (the "Effective Date") by and between Bluegrass Cellular Inc., ("Bluegrass"), a Kentucky corporation with offices at 2902 Ring Road, Elizabethtown, KY 42701, and Verizon South Inc., f/k/a GTE South Incorporated ("Verizon"), a Virginia corporation with offices at 4100 Roxboro Road, Durham, NC 27704-2166, (each of Verizon and Bluegrass being individually, a "Party" and, collectively, the "Parties").

WITNESSETH:

WHEREAS, Verizon and Bluegrass are Parties to an Interconnection Agreement under Sections 251 and 252 of the Telecommunications Act of 1996 approved by the Kentucky Public Service Commission ("Commission") on March 26, 1998 (the "Interconnection Agreement");

WHEREAS, the Federal Communications Commission has, in FCC Docket 94-102, ordered that providers of commercial mobile radio services make available certain E911 services, and has established clear and certain deadlines by which said service must be available.

WHEREAS, the Parties desire to provide Bluegrass with access to the E911 network systems and databases established and maintained by Verizon in a technically and economically efficient manner sufficient to enable Bluegrass to provide E911 service to its end user customers; and

WHEREAS, the Parties wish to enter into an agreement that will allow Bluegrass to provide E911 to its end user customers using the systems and databases established and maintained by Verizon on terms that are fair and equitable to both Parties;

NOW, THEREFORE, in consideration of the promises and mutual agreements set forth herein, the Parties agree to amend the Interconnection Agreement as follows:

Article V, Section 2.4 of the Interconnection Agreement is deleted in its entirety.
Article VII, attached hereto, is added to the Interconnection Agreement.
Appendix D, attached hereto, is added to the Interconnection Agreement.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed as of this 31st day of January, 2002.

BLUEGRASS CELLULAR INC.

**VERIZON SOUTH INC.
F/K/A GTE SOUTH INCORPORATED**

By: _____

By: _____

Printed: _____

Printed: Jeffrey A. Masoner

Title: _____

Title: Vice President Interconnection
Services Policy & Planning